

MEMO ENDORSED

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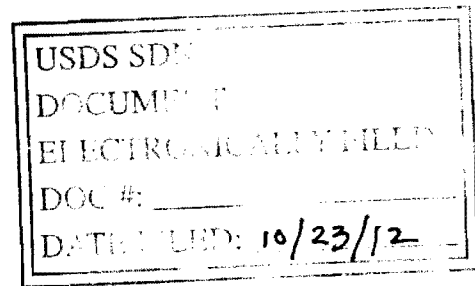
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October 22, 2012

Via Facsimile

The Honorable James C. Francis, U.S.M.J.
U.S. District Court
Southern District of New York
United States Courthouse
500 Pearl Street
New York, NY 10007



Re: ***Bank of New York Mellon Trust Co., N.A. v.
Santander Holdings USA, Inc., 10 CV 9420 (RMB) (JCF)***

Dear Judge Francis:

This firm is counsel to defendant Santander Holdings USA, Inc. ("SHUSA") in the above-referenced action. We submit this letter requesting permission to file under seal certain portions of the motion to dismiss for lack of subject matter jurisdiction which SHUSA intends to file today (the "Motion"). In particular, SHUSA seeks to file under seal the following documents: (i) an unredacted version of SHUSA's memorandum of law in support of the Motion; and (ii) an unredacted version of the attorney daynotes (the "Daynotes") produced to SHUSA by plaintiff Bank of New York Mellon Trust Co., N.A. ("BNY").

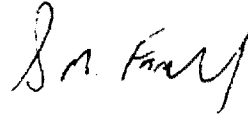
The memorandum of law contains excerpts of the contents of a document that BNY filed under seal on August 14, 2012. See Dkt. No. 57-2. In addition, BNY produced the Daynotes to SHUSA on the understanding that they should remain confidential. The Daynotes are relevant

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to, and SHUSA seeks to file them in support of, the Motion. To preserve the confidentiality of these documents, SHUSA requests that unredacted versions of the memorandum and the Daynotes be filed under seal.

We are available to discuss this request further should the Court find it necessary.

Respectfully submitted,



Sean M. Farrell

Cc: Douglas H. Flaum, Esq.
Glenn Siegel, Esq.

10/23/12
Application granted.
SO ORDERED.
James C. Francis
VSM/J